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STEWART, JOYNER, JORDAN-HOLMES, HOLMES, P.A.
ATTORNEYS AND COUNSELLORS

REPLY TO: TAMPA OFFICE

July 20, 1996

**Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314**

FILED
56 JUL 24 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Matchpoint Investment Group, Inc.

44001903344
-07/24/96--01065--013
*****122.50 ***122.50**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 for the filing fee and Certified Copy.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to:

**Dr. Duro R. Oguntebi
110 North Armenia Avenue
Suite B
Tampa, Florida 33609
(813) 254-0041**

Thank you for your assistance. Should you have any questions, please do not hesitate to contact me.

Sincerely,

**STEWART, JOYNER, JORDAN-HOLMES,
HOLMES, P.A.**

Karen C. McDonald
Karen C. McDonald

**KCM/
Enc.**

**5979 Vineland Road
Suite 216
Orlando, Florida 32819
(407) 363-0303
(407) 363-1558 (FAX)**

**1112 E. Kennedy Boulevard
P.O. Box 172297
Tampa, Florida 33672
(813) 229-9100
(813) 229-7415 (FAX)**

**505 Wharfside Way
P. O. Box 40986
Jacksonville, Florida 32203
(904) 346-0068
(904) 346-0920 (FAX)**

63 7/26/96

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Matchpoint Investment Group, Inc.

ARTICLE II PURPOSE OR PURPOSES

The general purpose for which this corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

110 North Armenia Avenue
Suite B
Tampa, Florida 33609.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000,000 shares at \$0.01 par value per share. The shares of this Corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 110 North Armenia Avenue, Suite B, Tampa, Florida

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33609, and the name of its initial registered agent at such address, is Duro R. Oguntobi.

**ARTICLE VI
INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

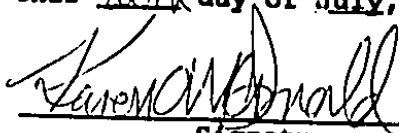
Angella E. Tomlinson
607-C W. Martin Luther King Blvd.
Suite 101
Tampa, Florida 33603

Duro R. Oguntobi
110 North Armenia Avenue
Suite B
Tampa, Florida 33609

Karen C. McDonald
1112 E. Kennedy Blvd.
Tampa, Florida 33602

Gail C. McDonald
607-C W. Martin Luther King Blvd.
Suite 101
Tampa, Florida 33603

The undersigned incorporator(s) have executed these Articles of Incorporation this 20th day of July, 1996.



Signature



Signature



Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Matchpoint Investment Group, Inc.
2. The name and address of the registered agent and office is:

Duro R. Oguntebi
(NAME)


110 North Armenia Avenue, Suite B
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, Florida 33609
(CITY/STATE/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

7/20/96
(DATE)